

RECORDATION NO. 16348-E FILED

JUN 15 '04 1-40 PM  
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.  
20036  
(202) 393-2266  
FAX (202) 393-2156  
E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

June 15, 2004

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Complete Termination and Release of Security Interests, dated as of June 8, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete termination and release of leasehold and security interests and relates to the Conditional Sale Agreement which was previously filed with the Commission under Recordation Number 16348.

The name and address of the party to the enclosed document are:

Secured Party  
/Agent:

The Bank of New York (as successor to Irving  
Trust Company)  
1 Barclay Street, 8th Floor  
New York, New York 10286

[Company:

Union Pacific Railroad Company  
(successor to St. Louis Southwestern Railroad  
Company)  
1416 Dodge Street  
Omaha, Nebraska 68179]

Mr. Vernon A. Williams  
June 15, 2004  
Page 2

A description of the railroad equipment covered by the enclosed document is:

50 locomotives: SSW 8075 – SSW 8093 (excluding SSW 8082); SSW 9635 - SSW 9664; DRGW 3155 and DRGW 3166.

A short summary of the document to appear in the index is:

Complete Termination and Release of Security Interests.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

RECORDATION NO. 16348-E FILED

**COMPLETE TERMINATION AND RELEASE  
OF SECURITY INTERESTS**

JUN 15 '04

1-40 PM

SURFACE TRANSPORTATION BOARD

**WITNESSETH**

WHEREAS, by Conditional Sale Agreement, dated as of April 15, 1989 (the "CSA"), the General Electric Company ("GE") and General Motors Corporation ("GM") agreed to manufacture and sell to St. Louis Southwestern Railway Company ("SSW"), certain railroad equipment described in Schedule A attached hereto (the "Equipment");

WHEREAS, by Agreement and Assignment, dated as of April 15, 1989 (the "Assignment"), GE and GM assigned their interests in the CSA to the Irving Trust Company, as Agent ("Agent"), on behalf of certain institutional investors;

WHEREAS the CSA and the Assignment were duly filed and recorded with the Interstate Commerce Commission (the "ICC") on May 23, 1989 at 2:05 p.m. and were assigned Recordation Numbers 16348 and 16348-A respectively;

WHEREAS, a First Supplemental Agreement (the "First Supplemental Agreement") and Assignment and Transfer of Certain Railroad Equipment (the "Assignment and Transfer of Certain Railroad Equipment") both dated February 15, 1991 were duly filed and recorded with the ICC on March 13, 1991 at 12:30 p.m. and were assigned Recordation Numbers 16348-B and 16348-C respectively;

WHEREAS, Union Pacific Railroad Company has succeeded to the interests of SSW and the Bank of New York has succeeded to the interests of Irving Trust Company;

WHEREAS, this Instrument is executed to evidence for the public record the satisfaction and release of all the rights and obligations of the parties under the CSA and the Assignment;

NOW THEREFORE, in consideration of the premises, The Bank of New York, does hereby acknowledge and confirm: (i) the full and complete satisfaction of all obligations under the CSA and the Assignment; (ii) the release of all rights, obligations, and security interests in the Equipment, whether arising under the CSA, the Assignment, the First Supplemental Agreement or the Assignment and Transfer of Certain Railroad Equipment or any other instruments executed pursuant thereto; and (iii) the reassignment to Union Pacific all of the rights, title and interests of Agent in the Equipment;

This instrument is to be filed and recorded with the Surface Transportation Board pursuant to the provisions of 49 U.S.C. Section 11301.

IN WITNESS WHEREOF, this Instrument has been executed as of the 8<sup>th</sup> day of June, 2004.

THE BANK OF NEW YORK

By: \_\_\_\_\_

Name: Steven D. Torgeson

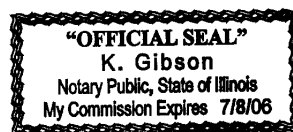
Title: Vice President

STATE OF IL )  
COUNTY OF Cook ) ss:

On this 8<sup>th</sup> day of June, 2004, before me, a notary public in and for the county and state aforesaid, personally appeared Steven D. Torgeson, to me personally known, who, being by me duly sworn, says that he/she is a Vice President of The Bank of New York, that the said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the corporation.

K. Gibson  
NOTARY PUBLIC

My commission expires:



UNION PACIFIC RAILROAD COMPANY

By: Gary W. Grosz

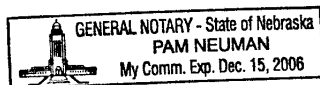
Name: \_\_\_\_\_

Gary W. Grosz

Title: Assistant Treasurer

STATE OF NEBRASKA           )  
  ) ss:  
COUNTY OF DOUGLAS        )

On this 14<sup>th</sup> day of June, 2004, before me, a notary public in and  
for the county and state aforesaid, personally appeared Gary W. Grosz,  
to me personally known, who, being by me duly sworn, says that he/she is a Asst. Treasurer  
of Union Pacific Railroad Company, that the said instrument was signed on behalf of said  
corporation by authority of its Board of Directors, and he/she acknowledged that the  
execution of the foregoing instrument was the free act and deed of the corporation.



Pam Neuman  
NOTARY PUBLIC

My commission expires: 12-15-06

## **SCHEDULE A**

18 GE 4000 HP Locomotives

SSW 8075-8094,  
excluding SSW 8082  
and SSW 8094

30 GM 3800 HP Locomotives

SSW 9635-9664

2 GM 3800 HP Locomotives

DRGW 3155 and  
DRGW 3156